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POCKET FILE COPY ORIGINAL

August 10, 2004

WC 04 -355

BY OVERNIGHT DELIVERY

Federal Communications Commission
Common Carrier Bureau
445 12th Street S.W.
Washington, D. C. 20554

FCC/MELLON

AUG 18 2004

FCC c/o Mellon Bank
3 Mellon Centre
525 William Penn Way, 27th Floor
Room 152-2713
Pittsburg, Pennsylvania 15259-0001
ATTN: Wholesale Lockbox Shift Supervisor

RE: Application for consent to the transfer of control of a business which has Blanket Domestic Interstate 214 Authority - Transfer of Motion Telecom, Inc.

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of Motion Telecom, Inc. to Network US, Inc. d/b/a CA Affinity:

1. The original and four (4) copies of an Application for consent to the transfer of control of a business which has blanket domestic interstate 214 authority.
2. The original and four (4) copies of FCC Form 159.
3. Our check in the amount of \$^{995.00}~~100.00~~ representing the filing fee for this Application.

Should you have any questions or require additional information, please do not hesitate to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the envelope provided.

Sincerely,



EllenAnn G. Sands

Enclosures

RECEIVED & INSPECTED
AUG 12 2004
FCC - MAILROOM

)File No.

DOMESTIC APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.01 through 63.04 of the Commission's Rules, Motion Telecom, Inc. ("Motion"), by its attorneys, hereby seek consent to the transfer of control of Motion to Network US, Inc. d/b/a CA Affinity ("NUS") (collectively, "Applicants"). Motion holds blanket section 214 authority to provide domestic telecommunications services.

Applicants request approval of a transfer of control , pursuant to an Asset Purchase Agreement (the "Agreement") whereby NUS will purchase substantially all of the telecommunications assets of Motion, including but not limited to Motion's customer accounts (the "Acquisition").

The proposed transfer will benefit the public interest. In accordance with 47 C.F.R. § 63.03, the parties request streamlined processing of this Application.

- (1) The name, address and telephone number of the transferor and transferee.

Transferor:

Motion Telecom, Inc.
7101 S. Fulton Street, Suite 200
Englewood, Colorado 80112

Transferee:

Network US, Inc.
180 N. LaSalle Street, Suite 1820
Chicago, IL 60601
(630) 505-0005 X 330

- (2) The state of incorporation of transferor and transferee.

- Motion is a Colorado corporation
- Network US is an Illinois corporation

- (3) Correspondence concerning this Application should be addressed to:

EllenAnn G. Sands
Nowalsky, Bronston & Gothard, APLLC
3500 N. Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
(504) 832-1984 (Telephone)
(504) 831-0892 (Facsimile)
esands@nbglaw.com

- (4) NUS certifies to the following information:

The name, address, citizenship, and principal place of business of the owners of NUS, holding a 10 percent or greater ownership interest, are:

Name: Brian Sledz
Address: 180 N. LaSalle Street, Suite 1820
Chicago, IL 60601
Citizenship: USA
Brian Sledz is 50% owner

Name: Tim Sledz
Address: 180 N. LaSalle Street, Suite 1820
Chicago, IL 60601
Citizenship: USA
Tim Sledz is 50% owner

- (5) The parties to this application certify that neither the Applicants nor any party to the Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862.
- (6) Grant of the requested authority will approve consummation of a transaction whereby Motion will sell, transfer and assign to NUS all of Motion's right, title and interest in and to Motion's assets, as defined in the Agreement. NUS will continue to provide service under the blanket Section 214 Authority for which it is presently authorized.
- (7) Both Motion and NUS are non-dominant carriers that resell domestic and international long distance service from various facilities based carriers. Motion and NUS are authorized by the FCC to offer domestic interstate and international services in forty-eight (48) states and the District of Columbia as non-dominant carriers.
- (8) This Application is appropriate for streamlined treatment based on Section 63.03 (2) The transaction would result in NUS having a market share in the interstate, interexchange market of less than 10 percent and NUS would provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction.
Section 63.03(2)(1) Neither Motion or NUS is dominant with respect to any service.

- (9) The parties have filed a separate application for consent to the transfer of control of Motion's 214 International authorization with the International Bureau of the FCC.
- (10) Not applicable.
- (11) Not applicable.
- (12) Grant of the instant application will serve the public interest, convenience, and necessity. Critical to the Acquisition is the need to ensure the continuation of high quality, uninterrupted service to all customers currently served by Motion. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of NUS to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

V. SUMMARY AND CONCLUSION

In summary, Applicants request expedited review and disposition of the instant Application.

No new construction is involved, and grant of the instant application would not constitute a "major" environmental action pursuant to Section 1.1305 of the Commission's Rules.

Applicants Motion and NUS confirm that they have no affiliates that provide telecommunications service.

In view of the foregoing, the applicants respectfully request that the Commission consent to the acquisition by NUS of control of Motion and its domestic telecommunications operations.

Dated this 10th day of August, 2004.

Respectfully submitted,

By



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Telephone: (504) 832-1984
Counsel for Network US, Inc. d/b/a CA Affinity

Barbara H. Vonderheid
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8101 E. Dartmouth Avenue, #95
Denver, Colorado 80231
(303) 784-5329
Counsel for Motion Telecom, Inc.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX #		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nowalsky, Bronston & Gothard, APLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 3500 N. Causeway Blvd. #1442			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Metairie		(7) STATE LA	(8) ZIP CODE 70002
(9) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005659958		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Motion Telecom. Inc.			
(14) STREET ADDRESS LINE NO. 1 7101 S. Fulton Street, Suite 200			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Englewood		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009146796		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$860.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>DEEPA HEGDE</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Deepta Hegde</u>		DATE <u>8-18-04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u> </u> of <u> </u>		SPECIAL USE
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		FCC USE ONLY
(13) APPLICANT NAME Network US. Inc.		
(14) STREET ADDRESS LINE NO. 1 180 N. LaSalle Street, Suite 1820		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Chicago	(17) STATE IL	(18) ZIP CODE 60601
(19) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0006024491		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2